

1 SCOTT + SCOTT LLP
MARY K. BLASY (211262)
2 707 Broadway, Suite 1000
San Diego, CA 92101
3 Tel: 619-233-4565 Fax: 619-233-0508
Email: mblasy@scott-scott.com
4

5 Attorneys for Plaintiff
Saginaw Police & Fire Pension Fund
6
7
8
9

10 UNITED STATES DISTRICT COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN JOSE DIVISION

13 SAGINAW POLICE & FIRE PENSION
FUND,

14 Plaintiff,

15 vs.

16 MARC L. ANDREESSEN, LAWRENCE T.
BABBIO, SARI M. BALDAUF, RAJIV L.
GUPTA, JOHN H. HAMMERGREN, MARK
17 V. HURD, JOEL Z. HYATT, JOHN R. JOYCE,
ROBERT L. RYAN, LUCILLE S. SALHANY,
18 and G. KENNEDY THOMPSON,

19 Defendants.

20 – and –

21 HEWLETT-PACKARD COMPANY, a
Delaware corporation,

22 Nominal Defendant.
23
24

Case No. 5:10-CV-04720-LHK

**STIPULATION AND ~~PROPOSED~~
ORDER TO STAY CASE FOR FORTY-
FIVE DAYS**

Dept.: Courtroom 4, 5th Floor
Judge: Hon. Lucy H. Koh

Trial Dates: None Set

25 Plaintiff Saginaw Police & Fire Pension Fund and Defendants Marc L. Andreessen,
26 Lawrence T. Babbio, Sari M. Baldauf, Rajiv L. Gupta, John H. Hammergren, Mark V. Hurd, Joel
27 Z. Hyatt, John R. Joyce, Robert L. Ryan, Lucille S. Salhany and G. Kennedy Thompson (the
28 “Individual Defendants”) and Nominal Party Hewlett-Packard Company (“HP”) stipulate as

STIP. & ~~PROPOSED~~ ORDER TO STAY
CASE FOR FORTY-FIVE DAYS
DB1/66442439.1

(5:10-CV-04720-LHK)

1 follows:

2 WHEREAS, Plaintiff filed the above-captioned action on October 19, 2010;

3 WHEREAS, pursuant to the Court's January 11, 2011 order (Dkt. 55), the Individual
4 Defendants and the Nominal Party must move or otherwise respond to the complaint by February
5 3, 2011;

6 WHEREAS, HP announced on January 20, 2011 that it had expanded the size of its Board
7 of Directors from twelve to seventeen and elected five new members to the Board;

8 WHEREAS, HP also announced on January 20, 2011 that four members of the HP Board
9 of Directors, Individual Defendants Hyatt, Joyce, Ryan and Salhany, would not stand for re-
10 election;

11 WHEREAS, counsel for the Individual Defendants (except Hurd) and the Nominal Party
12 have represented that a committee of purportedly independent HP directors will be convened to
13 investigate the wrongdoing alleged in this action (the "Special Committee");

14 WHEREAS, on January 20, 2011, Judge Ware ordered a forty-five (45) day stay of *In re*
15 *HP Deriv. Litig.*, No. 10-3608 (N.D. Cal.) pending the Special Committee's investigation into
16 wrongdoing alleged in that action;

17 WHEREAS, by February 7, 2011 and pursuant to 8 Del. C. §220, the Nominal Party and
18 the Individual Defendants (except Hurd) agreed to provide Plaintiff with a copy of the resolution
19 forming the Special Committee;

20 NOW, THEREFORE, the parties agree as follows:

21 1. This action is stayed for forty-five (45) days from the date of entry of this
22 stipulated order.

23 2. The parties will provide a joint report to Plaintiff and the Court on the
24 status of the investigation forty-five (45) days from the entry of this stipulated order.

25 3. Individual Defendants Marc L. Andreessen, Lawrence T. Babbio, Sari M.
26 Baldauf, Rajiv L. Gupta, John H. Hammergren, Mark V. Hurd, Joel Z. Hyatt, John R. Joyce,
27 Robert L. Ryan, Lucille S. Salhany, and G. Kennedy Thompson preserve their rights to object to
28 this action on grounds of improper venue or lack of personal jurisdiction.

4. This stay is without prejudice to the parties seeking an additional stay.

5. The parties agree that no response to the Complaint need be submitted while the case is stayed, but unless the parties agree to a new briefing schedule or the stay is extended by order of the Court, the Individual Defendants and the Nominal Party must move or otherwise respond to the complaint within ten (10) days of the lifting of the stay (which will occur forty-five (45) days from the date of entry of this stipulated order).

DATED: January 31, 2011

SCOTT + SCOTT LLP

By: s/ Mary K. Blasy

Mary K. Blasy

707 Broadway

Suite 1000

San Diego, California 92101

Telephone: (619) 233-4565

Facsimile: (619) 233-0508

Attorneys For Plaintiff Saginaw Police & Fire Pension Fund

I, Mary K. Blasy, am the ECF User whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER TO STAY CASE FOR FORTY-FIVE DAYS. In compliance with General Order 45, X.B., I hereby attest that each of the three signatories below has concurred in this filing.

DATED: January 31, 2011

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: s/James E. Lyons

James E. Lyons

Four Embarcadero Center

Suite 3800

San Francisco, California 94111

Telephone: (415) 984-2683

Facsimile: (415) 984-2698

Attorneys For Individual Defendants Marc L. Andreessen, Lawrence T. Babbio, Sari M. Baldauf, Rajiv L. Gupta, John H. Hammergren, Joel Z. Hyatt, John R. Joyce, Robert L. Ryan, Lucille S. Salhany and G. Kennedy Thompson

1 DATED: January 31, 2011

2 ALLEN MATKINS LECK GAMBLE MALLORY &
3 NASTIS LLP

4 By: s/ Lawrence D. Lewis
5 Lawrence D. Lewis

6 1900 Main Street, 5th Floor
7 Irvine, California 92614
8 Telephone: (949) 553-1313
9 Facsimile: (949) 553-8354

10 *Attorneys For Defendant Mark V. Hurd*

11 DATED: January 31, 2011

12 MORGAN, LEWIS & BOCKIUS LLP

13 By: s/ Franklin Brockway Gowdy
14 Franklin Brockway Gowdy

15 One Market, Spear Street Tower
16 San Francisco, California 94105-1596
17 Telephone: (415) 442-1000
18 Facsimile: (415) 442-1001

19 *Attorneys For Nominal Party Hewlett-Packard Company*

20 PURSUANT TO STIPULATION, IT IS SO ORDERED:

21 Dated: February 3, 2011

22 **The Case Management Conference**
23 **scheduled for March 30, 2011, remains in**
24 **effect.**

25 

26 HON. LUCY H. KOH
27 UNITED STATES JUDGE
28 NORTHERN DISTRICT OF CALIFORNIA